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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL									
OMB Number:	3235-0076								
Expires:	April 30, 2008								
Estimated average burden									
hours per response16.00									

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Name of Offering (check if this is an amendment and name has changed, and indicate change.) FLORIDA CAPITAL REAL ESTATE PARTNERS 28, LTD.	6EB
Filing Under (Check box(es) that apply): Rule 504 Rule 505 X Rule 506 Section 4(6) Type of Filing: New Filing X Amendment	ULOE Section
A. BASIC IDENTIFICATION DATA	MAY 13 2000
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) FLORIDA CAPITAL REAL ESTATE PARTNERS 28, LTD.	101 101
Address of Executive Offices (Number and Street, City, State, ZIP Code)	Telephone Number (Including Area Code)
300 International Parkway, Suite 300, Heathrow, FL 32746	407-333-1604
Address of Principal Business Operations (Number and Street, City, State, Z1P Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business The Issuer plans to fund one or more subsidiary entities which, either alone or with unaffi and design, develop, finance, construct, and either lease up and operate or sell Class "A"	
Type of Business Organization corporation business trust I limited partnership, already formed business trust limited partnership, to be formed	ease specify):
Month Year Actual or Estimated Date of Incorporation or Organization: 03 07 X Actual Estim Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) GENERAL INSTRUCTIONS	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

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- Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.

Check Box(es) that Apply:	X Promoter	X Beneficial Owns	er Exec	utive Officer	Director	X	General and/or
FC 28, LLC, a Flo	orida limi!	ted liability	company				Managing Partner
ull Name (Last name first,		*					
00 International	l Parkway,	Suite 300, He	athrow, I	L 32746			
isiness or Residence Addre	ss (Number and	Street, City, State, ZIP	Code)				
heck Box(es) that Apply:	X Promoter	Beneficial Owner	_	_	Director		General and/or Managing Partner
LORIDA CAPITAL I		E GROUP, INC.,	a Floric	a corporat	10n		
		Cuito 200 Ha	athrou I	er 20746			
300 Internationa Business or Residence Addre				FL 32746			
usiness of Residence Addre	.ss (Number and	i Sireci, City, State, Zir	Coucy				
Check Box(es) that Apply:	X Promoter	X Beneficial Own	ner X Exe	cutive Officer	Director	X	General and/or Managing Partner
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Check Box(es) that Apply:	X Promoter	🗓 Beneficial Owr	ner 🔀 Exe	cutive Officer	Director	X	General and/or Managing Partner
SELBY, C. THOMAS							
ull Name (Last name first,	•						
300 Internationa Business or Residence Addre				FL 32746			
asiness of Residence Addre	.33 (Number and	i Succi, City, State, Zii	Code				
Check Box(es) that Apply:	Promoter	Beneficial Own	ner Exe	cutive Officer	Director		General and/or Managing Partner
Full Name (Last name first,	if individual)	······································				_	
Business or Residence Addre	ss (Number and	Street, City, State, ZIP	Code)				
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Full Name (Last name first,	if individual)						
Business or Residence Addre	ess (Number and	I Street, City, State, ZIP	Code)				
Check Box(es) that Apply:	Promoter	☐ Beneficial Owr	ner	cutive Officer	Director		General and/or
			<u>ب</u>			ب	Managing Partner
							
Full Name (Last name first,	if individual)						

	B. INFORMATION ABOUT OFFERING		
_		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		X
	Answer also in Appendix, Column 2, if filing under ULOE.		
2.	What is the minimum investment that will be accepted from any individual?	\$ 25,0	00.00
2	Does the offering permit joint ownership of a single unit?	Yes X	No
3.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any	_	
4.	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
	Name (Last name first, if individual)		
_	LIANCE AFFILIATED EQUITIES CORPORATION (CRD #23928) iness or Residence Address (Number and Street, City, State, ZIP Code)		
	e Ward Parkway #345, Kansas City, MO 64112		
_	ne of Associated Broker or Dealer		
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Sta	es in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
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	Name (Last name first, if individual) FERNATIVE WEALTH STRATEGIES, INC. (CRD #130933)		<u> </u>
	iness or Residence Address (Number and Street, City, State, ZIP Code)		
	40 N. Kings Highway, Suite 302, Cherry Hill, NJ 08034		
Na	ne of Associated Broker or Dealer		
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	Name (Last name first, if individual) SOCIATED SECURITIES CORP. (CRD #12969)		
	iness or Residence Address (Number and Street, City, State, ZIP Code)		
	N. Sepulveda Blvd, 18th Floor, El Segundo, CA 90245		
Na	ne of Associated Broker or Dealer		
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1.	Has the	issuer solo	d, or does t			ell, to non-a					***************************************		
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2.	What is	the minim	um investm	ent that w	ill be acce	pted from a	iny individ	ual?	***************************************	••••••		\$ 25,00	
3.	Does the	offering	permit joint	ownership	of a sing	le unit?						Yes	No □
4.						ho has been							
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Eul			first, if indi		- mionnau	on for that	broker or c	dealer offing	•				
			-	•	ANCIAL	SERVICE	ES, INC	. (CRD	#13609)				
Bus	iness or I	Residence	Address (N	umber and	Street, Ci	ty, State, Z	IP Code)						
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Full Name (Last name first, if individual) BROOKSTONE SECURITIES, INC. (CRD #13366)													
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1.	Has the	issuer sold	l, or does t	he issuer i	intend to se	ell, to non-	accredited i	investors	in this offer	ing?			
				Ans	swer also i	n Appendix	k, Column 2	2, if filin	g under UL	DE.			
2.	What is	the minim	um investm	ent that w	ill be acce	pted from a	any individ	ual?				\$25,0	00.00
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3.	Does th	e offering p	permit joint	ownership	of a sing	le unit?							
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commission or similar renuncration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)						В. І	NFORMAT	ION ABOU'I	offerin	IG .				
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2. What is the minimum investment that will be accepted from any individual?	1.	Has the	issuer solo	i, or does i			-				_		Ц	ليا
3. Does the offering permit joint ownership of a single unit?	2	What is	the minim	um invectm				•	_				S 25	00.00
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commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) EVENTAGE AND COMMONWEALTH FINANCIAL NETWORK (CRD #8032) Business or Residence Address (Number and Street, City, State, ZIP Code) 29 Sawyer Road, Waltham, MA 02453-3483 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	3.	Does th	e offering	permit joint	ownership	of a sing	le unit?							
Business or Residence Address (Number and Street, City, State, ZIP Code) 29 Sawyer Road, Waltham, MA 02453-3483 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	4.	commiss If a pers or states	sion or sim on to be lis , list the na	ilar remuner sted is an ass une of the b	ation for s sociated pe roker or de	olicitation rson or age ealer. If me	of purchase int of a brok ore than fiv	rs in conne ter or deale e (5) persoi	ction with : r registered as to be list	sales of sec with the S ted are asso	curities in t EC and/or	he offering. with a state		
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) AL AK AZ AR CA CO CT DE DC FL GA HI ID IL IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WV WI WY PR Full Name (Last name first, if individual) DEWAAY FINANCIAL NETWORK, LLC (CRD #30767) Business or Residence Address (Number and Street, City, State, ZIP Code) 13001 University Avenue, Clive, IA 50325 Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States AL AK AZ AR SA				•								_		
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					В, Т	NFORMATI	ON ABOUT	OFFERIN	G				
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1.	Has the	issuer sold	l, or does t	he issuer i	ntend to so	ell, to non-	accredited	investors in	n this offer	ing?			
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2.	What is	the minim	um investm	ent that w	ill be acce	pted from a	ıny individ	ual?		•••••		\$ 25,0	00.00
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3.	Does the	e offering p	permit joint	ownership	of a sing	le unit?	•••••							
4.	Enter th	e informati	on requeste	d for each	person w	ho has been	n or will b	e paid or	given, dire	ctly or ind	irectly, any			
	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state													
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Full Name (Last name first, if individual) MERRIMAC CORPORATE SECURITIES, INC. (CRD #35463)														
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			enade A					y, FL	32746	, <u> </u>				
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					В. І	NFORMATI	ON ABOUT	r offerin	G					
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				Ans	swer also i	n Appendix	, Column	2, if filing	under ULO	DE.				
2.	What is	the minim	um investm	ent that w	ill be acce	pted from a	ny individ	ual?		•••••		\$ 25,0	00.00	
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	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state													
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	ull Name (Last name first, if individual)													
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	B. INFORMATION ABOUT OFFERING													
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4.			ion requeste											
	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state													
	or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such													
_	a broker or dealer, you may set forth the information for that broker or dealer only.													
	Full Name (Last name first, if individual) PAVEK INVESTMENTS INC. (CRD #15791)													
			Address (N			ty, State, Z	IP Code)							
			s Way,		=	• .	•	4703						
Nar	ne of Ass	sociated Br	oker or De	aler										
Stat	es in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers							
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Full	Full Name (Last name first, if individual)													
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	AL	AK	AZ	ANR	O/A	00	OXT)	DE	DC	BL	OA	EXI	DO	
		DS	DA	KKS	[XX]	LXA	ME	MAD	MA	12(1	NZN	NXS	MO	
	MXT	NE.	NW.	NH	NU	NEM	NXY I	NC	ND Total	OH	OK.	OR.	PA PA	
	BKI	SC	SD	TAN	TXX	[XI]	(WT)	[VA]	WKA)	WKV	[W]	(VXXY)	[BR]	
	•		first, if indi	,						•				
_			& ASSOC Address (N											
			Street			•	-							
Nar	ne of Ass	sociated Br	oker or De	aler										
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit 1	Purchasers							
	(Check	"All States	" or check	individual	States)		·····	······	•••••			□ A	Il States	
	AL	AK	AXZ	AR	OXA	(OO)	CXT	DE	DC	BL	OA)	HI	ĪD	
		N	IA	KS	KY	LA	NE	MED	MA	MÏ	MN	MS	MO	
	MT	NE	NV	HKI	NI)	NM	NXY	NC	ND	OH	ÖK.	OR	PAA .	
	BKI	SC	SD	TN	TXX	(XI)	\overline{VT}	(VA)	WA	$\overline{\mathbf{w}}$	W I	WY	PR	

					B. 11	NFORMATI	ON ABOU	OFFERIN	G					
										-		Yes	No	
1.	Has the	issuer sold	l, or does t	he issuer i	ntend to se	eli, to non-a	accredited	investors in	n this offer	ing?				
				Ans	swer also is	n Appendix	, Column	2, if filing	under ULC	DE.				
2.	What is	the minim	um investm	ent that w	ill be accep	pted from a	ıny individ	ual?				\$ 25,0	00.00	
												Yes	No	
3.	Does th	e offering	permit joint	ownership	of a sing	le unit?								
4.	Enter th	ne informati	on requeste	d for each	person w	ho has beei	n or will t	e paid or	given, dire	ctly or ind	irectly, any			
	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state													
	or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such													
	a broker or dealer, you may set forth the information for that broker or dealer only.													
	Full Name (Last name first, if individual)													
			IES, IN			•					·-··			
			Address (N			•	,							
			enue, A		e sprii	ngs, fu	32714				_ _			
1144	110 01 713	sociated Bi	oker or be											
Stat	es in W	hich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers							
	(Check "All States" or check individual States)											☐ All States		
	AL.	[AK]	ΑZ	ĀR	QA.	(30)	(XI)	DE	DC	[H]	O/A	HI	ID	
	IŁ.		IA	[KKS]	KY	IXA	ME	MAD	MXA)	[NI]	MN	MS	IMO	
	[MXT]	NE	NV	[FKI]	TSC)	NM	NXY	NC	NO NO	OH	OK)	OR)	PA	
	<u>B</u>	SC	SD	[IN]	133	UXT	VT	\\	WA	wv	WI	WY	PR	
														
	Full Name (Last name first, if individual) VSR FINANCIAL SERVICES, INC. (CRD #14503)													
			Address (N				IP Code)							
86	20 W.	110th S	treet 2	00, Ove	erland :	Park, K	6621	0-9651						
Nar	ne of As	ssociated Br	oker or De	aler										
Stat	es in W	hich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers							
	(Check	"All States	" or check	individual	States)							X A	II States	
	(Circu													
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID	
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO	
	MT	NE (SO)	NV	NH	NJ	NM (UE)	NY	NC	ND NA	OH	OK WI)	OR	PA PR	
	RI	SC	[SD]	TN	TX	UT	VT	VA	WA	WV	[<u>W1</u>]	WY	[FK]	
		-	first, if indi	-										
		·	, INC. Address (N			ity State 7	IP Code)							
			renue, Y			• .	in Couc)							
Nar	ne of As	ssociated Bi	oker or De	aler									<u>.</u>	
Stat	tes in W	hich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers							
	(Check	"All States	" or check	individual	States)	***************************************		************	***************************************		••••••	□ A	ll States	
	[AL]	AK)	[AXZ]	AKR	OXA)	(XO)	OXT)	DE	DC	[BL]	O⁄A	EXC	D O	
	I	[28]	DA.	[KS]	KXY	DA)	NACE	MED	MA	IKI	NZN	NXS	MAO	
	MI	NE	NAV	NAH.	DÜ	NM	NXY	NC	ND	OH	OK.	OR	PAA	
	B C	SC	SEO	TAN	TXX	UXIT	WT	WA	WXA	VXV	WI	VX Y	PR	

				B. 1	NFORMATI	ION ABOU	Γ OFFERIN	G				
1. Has t	he issuer sol	d or does t	the issuer i	intend to so	ell to non-	accredited	investors i	n this offer	ring?		Yes	No
1. 1105 t	ite issuer sor	a, or accs			n Appendix					••••••	لسا	ш
2. What	is the minim	um investn					_				\$ 25,0	00 00
Z. Wilat	is the minin	ium mivesm	icht mat w	III DC accc	pica nom a	any marvio	uai:	***************	***************************************	••••••	Yes	No
3. Does	the offering	permit joint	t ownership	of a sing	le unit?							
	the informat											
If a poor sta	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.											
Full Name	ull Name (Last name first, if individual)											
	INGS SEC											
	r Residence W. Couch	-				•	7200					
	Associated B			3 900, 1	FOICIAIN	1, OR 9	1209					
States in \	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers											
(Chec	k "All States	s" or check	individual	States)	••••••		,	•••••		***************************************	☐ A	Il States
ANL	AK	AZ	AR	QA.	CO	(XI)	DE	DC	EXL	(JA)	BO	D
Æ	ĪN	DA.	IXS.	KY	LXA	ME	MAD	MA	IXI	MEN	NXS	NATO
MXT	NE	NV	NH	NU	NRM	NXY	NC	NO	OH	OK	OR	PAA
BXI	SC	SED	TM	TAX	UXT]	WT	WA.	VX A	WXV	WI	WKY	PR
Full Name (Last name first, if individual)												
PACIFIC WEST SECURITIES, INC. (CRD #6390)												
	r Residence	•			•	,	0055					
	Renton V			rce /00	, kento	n, WA 9	805/		 			<u> </u>
								<u></u>		. <u>.</u>		
	Which Person										_	
(Chec	k "All States	s" or check	individual	States)	•••••	•••••	****************	**********			X A	ll States
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	iN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NI	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full Name	(Last name	first, if indi	ividual)									
Business of	r Residence	Address (N	lumber and	Street, Ci	ty, State, Z	ZIP Code)					· · · · · · · · · · · · · · · · · · ·	
Name of A	Associated B	roker or De	aler	·					<u> </u>			
Caraca in 1	Mill D	1 to 1 TT-	- C-1'-'4-1		- G-11-14	D						
	Vhich Person k "All States										□ Δ1	Il States
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	
IL MT	NE	IA NV	KS	KY NI	LA NA	ME	MD)	MA	MI	MN	MS	MO
RI	SC.	SD)	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR
									_			

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Aiready Sold
	Debt	\$	\$
	Equity		\$
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$	s
	Partnership Interests		\$ 30,000,000,00
	Other (Specify)		
	Total		
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number	Aggregate Dollar Amount of Purchases
		Investors	_
	Accredited Investors		\$ 30,000,000.00
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		s
	Printing and Engraving Costs	X	\$ 35,000.00
	Legal Fees	X	\$ 50,000.00
	Accounting Fees	X	\$ 5,000.00
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	X	\$2,700,000.00
	Other Expenses (identify) marketing, blue sky, dealerplacementfe	es 🛚 🗓	\$ 1,710,000.00
	Total	X	\$4,500,000.00

S COFFERING PRIC	E NUMBER OF INVESTORS EXPENSES AND USE C	RPROCEEDS (15, 10.3)	
and total expenses furnished in response to Par	rt C — Question 4.a. This difference is the "adjusted a	gross	\$ 25,500,000.00
each of the purposes shown. If the amount check the box to the left of the estimate. The	t for any purpose is not known, furnish an estimate total of the payments listed must equal the adjusted	e and	
		Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees		🗆 \$	□s
Purchase of real estate	***************************************	🗆 s	□ s
Purchase, rental or leasing and installation and equipment	of machinery	 	□ s
			□ \$
Acquisition of other businesses (including offering that may be used in exchange for	the value of securities involved in this the assets or securities of another		s
			s
			□s
			X \$ 25,500,000.00
			23,300,000.0
		s	□\$
Column Totals			X \$ 25,500,000.00
	below the amount of the adjusted gross proceed to the issuer used or proposed to be used for the purposes shown. If the amount for any purpose is not known, furnish an estimate and box to the left of the estimate. The total of the payments listed must equal the adjusted gross to the issuer set forth in response to Part C — Question 4.b above. Payments to Officers, Directors, & Affiliates and fees	,500,000.00	
	D FEDERAL SIGNATURE 4		
The issuer has duly caused this notice to be signe signature constitutes an undertaking by the issue	d by the undersigned duly authorized person. If this er to furnish to the U.S. Securities and Exchange Co	notice is filed under Ru ommission, upon writte	ale 505, the followin
Issuer (Print or Type)		I = · · ·	2008
Name of Signer (Print or Type)			
Katherine A Christy		eral Partner of	Issuer

END

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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)